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- UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

7. In order to learn more about the Gram offering and evaluate it, I spoke to other investors at investment firms and experts in the cryptocurrency space.

8. In early January 2018, I also reviewed some of Telegram's offering materials, including a Technical White Paper, and an undated Telegram Pre-Sale Primer.

9. [REDACTED] emailed a letter dated January 8, 2018 to Pavel Durov expressing a non-binding expression of interest to purchase \$25 million of the presale of the TON ICO. A copy of that letter is attached as **Exhibit A**.

10. After submitting this letter of intent, I continued to do further diligence on the TON ICO, including speaking to prospective investors to hear their opinions. I also discussed the terms of the TON ICO with my portfolio manager, including the lockup on trading Grams, as well as other ICO token's trading histories.

11. I also spoke directly with Telegram. On or about January 11, 2018, I had a telephone call with John Hyman, who Pavel Durov had introduced to me via email as Telegram's chief investment advisor. I wanted to learn more about the terms of the investment opportunity, what Telegram wanted to build, and how long that would take. I was also curious about the customer makeup of Telegram's Messenger application by country. I was trying to understand who these people are and what makes the platform valuable to them. I felt that the Telegram Messenger's user base was a factor that was tied to how much demand there would be for Grams in the future. It is my practice to try to type detailed and contemporaneous notes of calls I have about investments and email those notes to myself at some later date. A copy of my notes of that call with Mr. Hyman are attached as **Exhibit B** to this Declaration.

12. On January 18, 2018, Mr. Hyman sent me an email proposing a \$15 million allocation of Grams in the Pre-Sale to [REDACTED]. He also attached the following documents,

colleagues at [REDACTED] or I reviewed: a Process Memorandum; A KYC Form and Purchase Agreement, a Telegram Pre-Sale Primer, dated January 18, 2018; a Technical White Paper dated January 18, 2018 and Risk Factors.

13. My portfolio manager and I ultimately concluded that [REDACTED] should invest in the TON ICO.

14. One reason we invested in the TON ICO was to make a profit and create value, either through use cases as discussed in the Pre-Sale Primer, or by trading Grams at an opportune time once Telegram built and launched the TON blockchain.

15. There were many factors that informed our view that this investment in Grams could be profitable. First and foremost, Telegram's Messenger platform was a powerful application and appending a token to it could create value. A second factor was that Pavel Durov already had a track record of being able to create a useful product and that gave me confidence that he would be able to attract the best team, build this network, and successfully launch Grams. Third, the seemingly low valuation in the ICO pre-sale was an interesting risk/reward opportunity. The pricing mechanism described by Telegram indicated that any future token offerings would sell Grams at a higher price. Attached as **Exhibit C** is an email I received from Telegram describing that pricing mechanisms.

16. On or about January 26, 2018, [REDACTED], an affiliate of [REDACTED] signed a "Purchase Agreement for Grams" (the "Purchase Agreement") with TON Issuer Inc. and Telegram Group Inc., under which [REDACTED] agreed to pay \$15 million for 39,728,678.6 Grams. That same day, [REDACTED] emailed to Telegram signature pages for the Purchase Agreement. Telegram emailed the counter-signed Purchase Agreement to me on or about February 8, 2018.

17. On or about February 9, 2018, [REDACTED] wired \$15 million to Telegram from its bank account located in California.

18. At the time of the investment, I believed it was possible depending on the receptiveness of the exchanges that at some point after the lockup period was over Grams would be available to trade on secondary markets.

19. At the time of the investment, [REDACTED] did not have specific plans to sell our Grams or how we would do so, but we hoped the value of Grams would appreciate and if they did we would evaluate a sale at that time. We were monitoring potential secondary markets to help us evaluate the value of what we had bought.

20. In approximately June of 2018, I had a call with Mr. Hyman about the status of the Gram ICO, the TON blockchain, and the Telegram Messenger application. My contemporaneous notes of that call are attached to this Declaration as **Exhibit D**.

21. On May 30, 2019, Mr. Hyman contacted me via email from a John@gramvault.com email address with the subject "Telegram update." At the time, I believed he was working for Telegram. Mr. Hyman offered to meet with [REDACTED] to give us an update on the developments at TON and the TON ecosystem. A copy of that email is attached as **Exhibit E**.

22. I met with Mr. Hyman and Alexander Filatov in or around the second week of June 2019, where we discussed certain use cases for the TON network, such as a wallet application they were was building.

23. On or about August 13, 2019, I had a call with Mr. Hyman, Mr. Filatov and others about TON Ventures and the wallet application they were continuing to develop. Mr. Hyman was looking to raise approximately \$5 million to build this wallet. I did not know what his

relationship was with Telegram at that time, but I found it notable that this use case for the TON network required separate capital because I expected that Telegram was going to be supporting use cases. After the call, Mr. Filatov emailed to me a slide deck regarding TON ventures. A copy of that email and deck is attached to this Declaration as **Exhibit F**.

24. Ultimately [REDACTED] declined to invest in Ton Ventures.

25. I heard rumors that interests in Grams were trading on Secondary markets.

Attached as **Exhibit G** to this Declaration is a discussion I had with Mr. Hyman on June 12, 2019 about one such rumor.

26. [REDACTED] has not sold any of its interests in Grams.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: _____

1/13/20

